

### Amendments to the Claims

This Listing of the Claims will replace all prior versions, and listings, of claims in the application.

#### Listing of the Claims:

1.-20. (Cancelled).

21. (Currently Amended) A pharmaceutical composition which comprises a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of ~~formula-I~~ formula IV according to ~~claim-1~~ Claim 27.

22. (Withdrawn) A method of treating a proliferative disease which comprises administering a therapeutically effective amount of a compound of ~~formula-I~~ formula IV according to ~~claim-1~~ Claim 27 to a mammal in need of such treatment.

23. (Withdrawn) A method of claim 22 wherein the mammal is a human.

24. (Currently Amended) A compound selected ~~from:~~ from the group consisting of

N-[1-Cyclohexyl-2-oxo-2-(6-phenethyl-octahydro-pyrrolo[2,3-c]pyridin-1-yl)-ethyl]-2-methylamino-acetamide;

2-Methylamino-N-[2-methyl-1-(7-oxo-6-phenethyl-octahydro-pyrrolo[2,3-c]pyridine-1-carbonyl)-propyl]-propionamide;

2-Methylamino-N-[2-methyl-1-(8-oxo-7-phenethyl-octahydro-pyrrolo[2,3-c]azepine-1-carbonyl)-propyl]-propionamide;

2-Methylamino-N-[2-methyl-1-(7-oxo-6-phenethyl-octahydro-pyrrolo[2,3-c]pyridine-1-carbonyl)-propyl]-butyramide;

2-Methylamino-N-[2-methyl-1-(7-oxo-6-phenethyl-octahydro-pyrrolo[2,3-c]pyridine-1-carbonyl)-propyl]-butyramide;

2-Methylamino-N-[2-methyl-1-(8-oxo-7-phenethyl-octahydro-pyrrolo[2,3-c]azepine-1-carbonyl)-propyl]-butyramide;

N-[1-Cyclohexyl-2-oxo-2-(7-oxo-6-phenethyl-octahydro-pyrrolo[2,3-c]pyridin-1-yl)ethyl]-2-methylamino-propionamide;

2-Methylamino-N-[2-methyl-1-[5-(3-methyl-hexa-3,5-dienyl)-6-oxo-hexahydropyrrolo[3,4-b]pyrrole-1-carbonyl]-propyl]-propionamide;

2-Methylamino-N-[2-methyl-1-(3-methyl-7-oxo-6-phenethyl-octahydro-pyrrolo[2,3-c]pyridine-1-carbonyl)-propyl]-propionamide;

2-Methylamino-N-[2-methyl-1-(3-methyl-7-oxo-6-phenethyl-octahydro-pyrrolo[2,3-e]pyridine-1-carbonyl)-propyl]-propionamide;

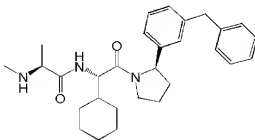
N-[1-(4-Benzoyloxy-7-oxo-6-phenethyl-octahydro-pyrrolo[2,3-c]pyridine-1-carbonyl)-2-methyl-propyl]-2-methylamino-propionamide;

N-[1-Cyclohexyl-2-oxo-2-(8-oxo-7-phenethyl-octahydro-pyrrolo[2,3-c]azepin-1-yl)ethyl]-2-methylamino-butyramide;

N-[1-Cyclohexyl-2-oxo-2-(8-oxo-7-phenethyl-octahydro-pyrrolo[2,3-c]azepin-1-yl)ethyl]-2-methylamino-butyramide;

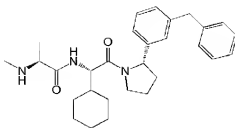
N-[1-Cyclohexyl-2-oxo-2-(7-phenethyl-octahydro-pyrrolo[2,3-c]azepin-1-yl)-ethyl]-2-methylamino-propionamide;

2-Methylamino-N-[2-methyl-1-(8-oxo-7-phenethyl-octahydro-pyrrolo[2,3-c]azepine-1-carbonyl)-propyl]-butyramide;

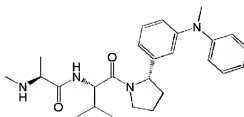


(S)-N-[(S)-2-[(R)-2-(3-Benzyl-phenyl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxo-ethyl]-2-

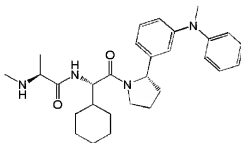
methylamino-propionamide;



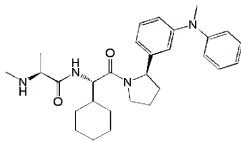
(S)-N-((S)-2-((S)-2-(3-Benzyl-phenyl)-pyrrolidin-1-yl)-1-cyclohexyl-2-oxo-ethyl)-2-methylamino-propionamide;



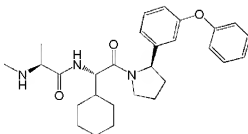
(S)-2-Methylamino-N((S)-2-methyl-1-((S)-2-[3-(methyl-phenyl-amino)-phenyl]pyrrolidine-1-carbonyl)-propyl)-propionamide;



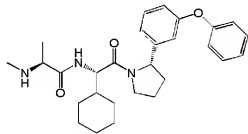
(S)-N-((S)-1-Cyclohexyl-2-((S)-2-[3-(methyl-phenyl-amino)-phenyl]-pyrrolidin-1-yl)-2-oxo-ethyl)-2-methylamino-propionamide;



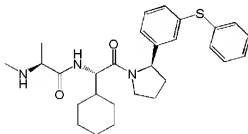
(S)-N-((S)-1-Cyclohexyl-2-((R)-2-[3-(methyl-phenyl-amino)-phenyl]-pyrrolidin-1-yl)-2-oxo-ethyl)-2-methylamino-propionamide;



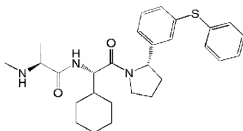
(S)-N-((S)-1-Cyclohexyl-2-oxo-2-[(R)-2-(3-phenoxy-phenyl)-pyrrolidin-1-yl]-ethyl)-2-methylamino-propionamide;



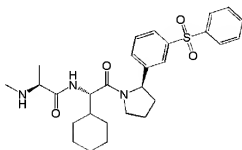
(S)-N-((S)-1-Cyclohexyl-2-oxo-2-[(S)-2-(3-phenoxy-phenyl)-pyrrolidin-1-yl]-ethyl)-2-methylamino-propionamide;



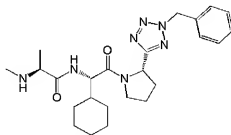
(S)-N-((S)-1-Cyclohexyl-2-oxo-2-[(R)-2-(3-phenylsulfanyl-phenyl)-pyrrolidin-1-yl]ethyl)-2-methylamino-propionamide;



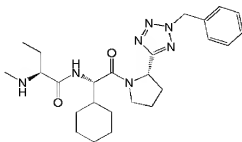
(S)-N-((S)-1-Cyclohexyl-2-oxo-2-[(S)-2-(3-phenylsulfanyl-phenyl)-pyrrolidin-1-yl]ethyl)-2-methylamino-propionamide;



(S)-N-((S)-2-[(R)-2-(3-Benzenesulfonyl-phenyl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl)-2-methylamino-propionamide;

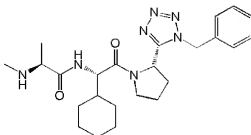


(S)-N-((S)-2-[(S)-2-(2-Benzyl-2H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl)-2-methylamino-propionamide;

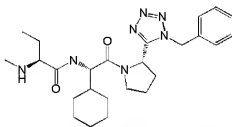


(S)-N-((S)-2-[(S)-2-(2-Benzyl-2H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl)-2-methylamino-propionamide;

2-methylamino-butylamide;



(S)-N-((S)-2-((S)-2-(1-Benzyl-1H-tetrazol-5-yl)-pyrrolidin-1-yl)-1-cyclohexyl-2-oxoethyl)-2-methylamino-propionamide; and



(S)-N-((S)-2-((S)-2-(1-Benzyl-1H-tetrazol-5-yl)-pyrrolidin-1-yl)-1-cyclohexyl-2-oxoethyl)-2-methylamino-butylamide;

~~(S)-N-((S)-2-((S)-2-(1-Benzyl-1H-tetrazol-5-yl)-pyrrolidin-1-yl)-1-cyclohexyl-2-oxoethyl)-2-methylamino-propionamide;~~

~~(S)-2-Methylamino-N-((S)-2-methyl-1-((S)-phenylmethanesulfonylamino-methyl)pyrrolidin-1-carbonyl)-propyl)-propionamide;~~

~~-(S)-2-Methylamino-N-((S)-2-methyl-1-((S)-phenylmethanesulfonylamino-methyl)pyrrolidin-1-carbonyl)-propyl)-butylamide;~~

~~N-(1-Cyclohexyl-2-((S)-2-((S)-2-(1-Benzyl-1H-tetrazol-5-yl)-pyrrolidin-1-yl)-1-cyclohexyl-2-oxoethyl)-2-methylamino)-propionamide;~~

~~(S)-N-((S)-1-Cyclohexyl-2-((S)-2-((S)-2-(1-Benzyl-1H-tetrazol-5-yl)-pyrrolidin-1-yl)-1-cyclohexyl-2-oxoethyl)-2-methylamino)-propionamide;~~

~~(S)-N-((S)-1-Cyclohexyl-2-((S)-2-((S)-2-(1-Benzyl-1H-tetrazol-5-yl)-pyrrolidin-1-yl)-1-cyclohexyl-2-oxoethyl)-2-methylamino)-butylamide;~~

1-yl]-2-oxo-ethyl)-2-methylamino-propionamide;

(S)-N-[(S)-2-[2-[(S)-tert-Butyl-phenethyl-amino]-methyl]-pyrrolidin-1-yl]-1-cyclohexyl-2-oxo-ethyl)-2-methylamino-propionamide;

(S)-N-[(S)-1-Cyclohexyl-2-[2-[(S)-furan-2-ylmethyl-phenethyl-amino]-methyl]pyrrolidin-1-yl]-2-oxo-ethyl)-2-methylamino-propionamide;

(S)-N-[(S)-1-Cyclohexyl-2-oxo-2-(2-[(S)-phenethyl-(4-phenyl-butyl)-amino]methyl)-pyrrolidin-1-yl)-ethyl]-2-methylamino-propionamide;

(S)-N-[(S)-1-Cyclohexyl-2-(2-[(S)-methyl-(4-phenyl-butyl)-amino]methyl)-pyrrolidin-1-yl)-2-oxo-ethyl]-2-methylamino-propionamide;

N-[(S)-1-(S)-Cyclohexyl-2-oxo-2-[(R)-6-phenethyl-octahydro-pyrrolo[2,3-c]pyridin-1-yl)-ethyl]-acetamide;

(S)-N-[(S)-1-(S)-Cyclohexyl-2-oxo-2-[(R)-6-phenethyl-octahydro-pyrrolo-[2,3-e]pyridin-1-yl)-ethyl]-2-methylamino-butyramide;

(S)-2-Methylamino-N-[(S)-2-methyl-1-[(R)-6-phenethyl-octahydro-pyrrolo-[2,3-e]pyridine-1-carbonyl)-propyl]-propionamide;

(S)-N-[(S)-2,2-Dimethyl-1-[(R)-6-phenethyl-octahydro-pyrrolo[2,3-c]pyridine-1-carbonyl)-propyl]-2-methylamino-propionamide;

(S)-2-Methylamino-N-[(S)-2-methyl-1-[(R)-6-phenethyl-octahydro-pyrrolo-[2,3-c]pyridine-1-carbonyl)-propyl]-butyramide;

(S)-N-[(S)-2,2-Dimethyl-1-(3aR, 7aS)-6-phenethyl-octahydro-pyrrolo[2,3-c]pyridine-1-carbonyl)-propyl]-2-methylamino-propionamide;

(S)-N-[(S)-1-Cyclohexyl-2-oxo-2-[(3aR, 7aS)-6-[2-(2-trifluoromethoxy-phenyl)-ethyl]octahydro-pyrrolo[2,3-c]pyridin-1-yl)-ethyl]-2-methylamino-propionamide;

(S)-N-((S)-1-Cyclohexyl-2-oxo-2-((3aR,7aR)-6-[2-(3-trifluoromethoxy-phenyl)-ethyl]octahydro-pyrrolo[2,3-e]pyridin-1-yl)-ethyl)-2-methylamino-propionamide;

(S)-N-[(S)-1-Cyclohexyl-2-oxo-2-((3aR,6aR)-5-phenethyl-hexahydro-pyrrolo[3,4-b]pyrrol-1-yl)-ethyl]-2-methylamino-butyramide;

(S)-N-[(S)-1-Cyclohexyl-2-oxo-2((3aS,6aS)-5-phenethyl-hexahydro-pyrrolo[3,4-b]pyrrol-1-yl)-ethyl]-2-methylamino-butyramide;

(S)-N-[(S)-1-Cyclohexyl-2-oxo-2((3aS,6aS)-5-phenethyl-hexahydro-pyrrolo[3,4-b]pyrrol-1-yl)-ethyl]-2-methylamino-propionamide;

(S)-N-[(S)-1-Cyclohexyl-2-oxo-2-((3aS,6aS)-6-oxo-5-phenethyl-hexahydro-pyrrolo[3,4-b]pyrrol-1-yl)-ethyl]-2-methylamino-butyramide;

(S)-N-[(R)-1-Cyclohexyl-2-oxo-2-((3aS,6aS)-6-oxo-5-phenethyl-hexahydro-pyrrolo[3,4-b]pyrrol-1-yl)-ethyl]-2-methylamino-butyramide;

(S)-N-[(S)-1-Cyclohexyl-2-oxo-2-((3aS,6aS)-6-oxo-5-phenethyl-hexahydro-pyrrolo[3,4-b]pyrrol-1-yl)-ethyl]-2-methylamino-propionamide;

(S)-N-[(R)-1-Cyclohexyl-2-oxo-2-((3aS,6aS)-6-oxo-5-phenethyl-hexahydro-pyrrolo[3,4-b]pyrrol-1-yl)-ethyl]-2-methylamino-propionamide;

(S)-N-[(S)-1-(R)-Cyclohexyl-2-oxo-2-((S)-7-phenethyl-octahydro-pyrrolo[2,3-c]azepin-1-yl)-ethyl]-2-methylamino-propionamide;

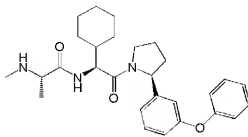
(S)-N-[(S)-1-(S)-Cyclohexyl-2-oxo-2-((R)-8-oxo-7-phenethyl-octahydro-pyrrolo[2,3-c]azepin-1-yl)-ethyl]-2-methylamino-butyramide; and pharmaceutically acceptable salts thereof

or a pharmaceutically acceptable salt thereof.

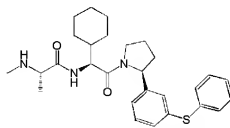
25. (Cancelled).



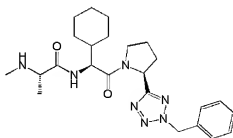
26. (Currently Amended) A compound selected from the group consisting of



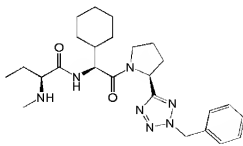
(S)-N-((S)-1-Cyclohexyl-2-oxo-2-[(S)-2-(3-phenoxy-phenyl)-pyrrolidin-1-yl]-ethyl)-2-methylamino-propionamide;



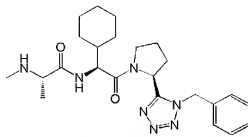
(S)-N-((S)-1-Cyclohexyl-2-oxo-2-[(S)-2-(3-phenylsulfanyl-phenyl)-pyrrolidin-1-yl]ethyl)-2-methylamino-propionamide;



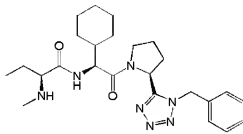
(S)-N-((S)-2-[(S)-2-(2-Benzyl-2H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl)-2-methylamino-propionamide;



(S)-N-[(S)-2-[(S)-2-(2-Benzyl-2H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl]-2-methylamino-butylamide;

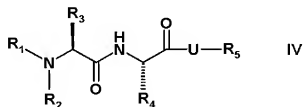


(S)-N-[(S)-2-[(S)-2-(1-Benzyl-1H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl]-2-methylamino-propionamide; and



(S)-N-[(S)-2-[(S)-2-(1-Benzyl-1 H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl]-2-methylamino-butylamide; and pharmaceutically acceptable salts thereof or a pharmaceutically acceptable salt thereof.

27. (New) A compound of formula (IV)



wherein

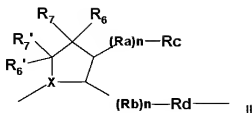
R<sub>1</sub> and R<sub>3</sub> are each independently methyl or ethyl;

R<sub>2</sub> is H, methyl, ethyl, chloromethyl, dichloromethyl or trifluoromethyl;

R<sub>4</sub> is C<sub>1</sub>-C<sub>4</sub>alkyl or C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

R<sub>5</sub> is H;

U is a structure of formula (II)



where

- (a) X is N;  
 $R_6$ ,  $R'_6$ ,  $R_7$  and  $R'_7$  are H;  
 n is 0;  
 $R_c$  is H;  
 $R_d$  is  $Ar_1-D-Ar_2$ , where  $Ar_1$  and  $Ar_2$  are each independently a substituted or unsubstituted phenyl or het, and D is  $C_1$  alkyl which is optionally substituted with halo;
- (b) X is N;  
 $R_6$ ,  $R'_6$ ,  $R_7$ , and  $R'_7$  are H; or  
 $R_6$  is  $-C(O)-C_1-C_4$ alkyl-phenyl and  $R'_6$ ,  $R_7$ , and  $R'_7$  are H;  
 n is 0;  
 $R_c$  is H;  
 $R_d$  is  $Ar_1-D-Ar_2$ , wherein  $Ar_1$  and  $Ar_2$  are each independently a substituted or unsubstituted phenyl or het, and D is N(Rh), where Rh is H, Me,  $-CHO$ ,  $-SO_2$ ,  $-C(O)$ ,  $-CHOH$ ,  $-CF_3$  or  $-SO_2CH_3$ ;
- (c) X is N;  
 $R_6$ ,  $R'_6$ ,  $R_7$ , and  $R'_7$  are H;  
 n is 0;  
 $R_c$  is H;  
 $R_d$  is  $Ar_1-D-Ar_2$ , where  $Ar_1$  and  $Ar_2$  are each independently a substituted or unsubstituted phenyl or het, and D is  $-O-$ ; or
- (d) X is N;  
 $R_6$ ,  $R'_6$ ,  $R_7$ , and  $R'_7$  are H;  
 n is 0;

Rc is H;

Rd is Ar<sub>1</sub>-D-Ar<sub>2</sub>, where Ar<sub>1</sub> and Ar<sub>2</sub> are each independently a substituted or unsubstituted phenyl or het, and D is S, S(O), or S(O)<sub>2</sub>;

(e) X is N;

R<sub>6</sub>, R'<sub>6</sub>, R<sub>7</sub>, and R'<sub>7</sub> are H;

n is 0;

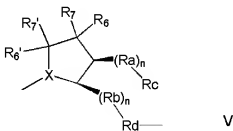
Rc is H;

Rd is Ar<sub>1</sub>-D-Ar<sub>2</sub>;

Ar<sub>1</sub> and Ar<sub>2</sub> are each independently a substituted or unsubstituted phenyl or het, and D is C(O);

or a pharmaceutically acceptable salt thereof.

28. (New) The compound of Claim 27 wherein U has a structure of formula V



or a pharmaceutically acceptable salt thereof.

29. (New) The compound of Claim 28 wherein

(a) X is N;

R<sub>6</sub>, R'<sub>6</sub>, R<sub>7</sub> and R'<sub>7</sub> are H;

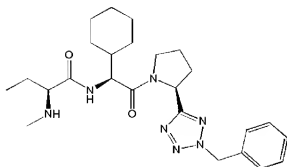
n is 0;

Rc is H;

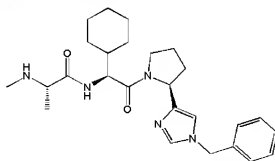
Rd is Ar<sub>1</sub>-D-Ar<sub>2</sub>, where Ar<sub>1</sub> and Ar<sub>2</sub> are each independently a substituted or unsubstituted phenyl or het selected from the group consisting of tetrazolyl, 1,2,3-triazole, pyrazole, oxazole, pyrrolyl, triazine, pyrimidine, imidazole, and oxadiazole, and D is C, alkyl which is optionally substituted with halo;

or a pharmaceutically acceptable salt thereof.

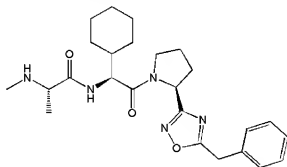
30. (New) The compound of Claim 29 selected from the group consisting of



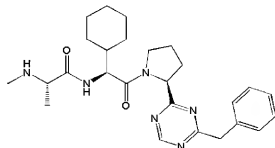
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[2-(phenylmethyl)-2H-tetrazol-5-yl]-1-pyrrolidiny]ethyl]-2-(methylamino)-(2S)-butanamide;



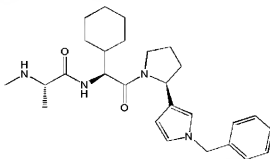
N-[(1S)-1-cyclohexyl-2-oxo-2-[1-(phenylmethyl)-1H-imidazol-4-yl]-1-pyrrolidiny]ethyl]-2-(methylamino)-(2S)-propanamide;



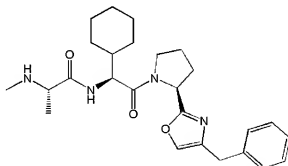
N-[(1S)-1-cyclohexyl-2-oxo-2-[5-(phenylmethyl)-1,2,4-oxadiazol-3-yl]-1-pyrrolidiny]ethyl]-2-(methylamino)-(2S)-propanamide;



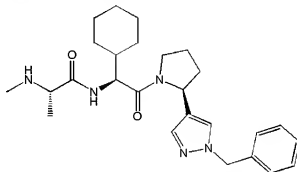
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[4-(phenylmethyl)-1,3,5-triazin-2-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



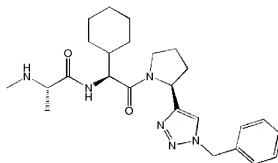
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[1-(phenylmethyl)-1H-pyrrrol-3-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



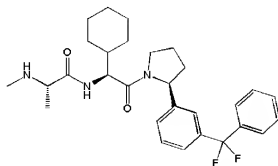
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[4-(phenylmethyl)-2-oxazolyl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



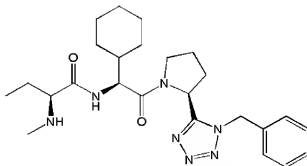
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[1-(phenylmethyl)-1H-pyrazol-4-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



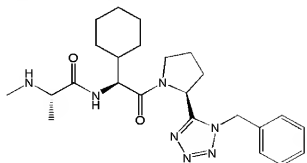
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[1-(phenylmethyl)-1H-1,2,3-triazol-4-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



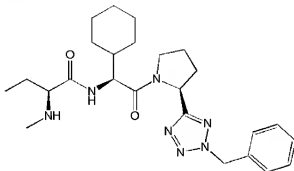
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[3-(difluorophenylmethyl)phenyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



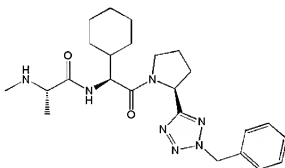
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[1-(phenylmethyl)-1H-tetrazol-5-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-butanamide;



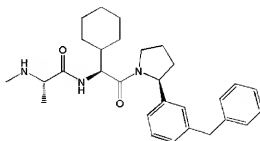
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[1-(phenylmethyl)-1H-tetrazol-5-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[2-(phenylmethyl)-2H-tetrazol-5-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-butanamide;



N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[2-(phenylmethyl)-2H-tetrazol-5-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide; and



N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[3-(phenylmethyl)phenyl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;  
or a pharmaceutically acceptable salt thereof.

31. (New) The compound of Claim 28 wherein

(b) X is N;



$R_6$ ,  $R'_6$ ,  $R_7$ , and  $R'_7$  are H; or

$R_6$  is  $-C(O)-C_1-C_4$ alkyl-phenyl and  $R'_6$ ,  $R_7$ , and  $R'_7$  are H;

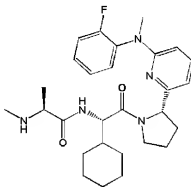
$n$  is 0;

$R_c$  is H;

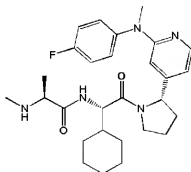
$R_d$  is  $Ar_1-D-Ar_2$ , wherein  $Ar_1$  and  $Ar_2$  are each independently a substituted or unsubstituted phenyl or het selected from the group consisting of triazine, pyrimidine, pyridine, and oxazole, and  $D$  is  $N(Rh)$ , where  $Rh$  is H, Me,  $-CHO$ ,  $-SO_2$ ,  $-CH_2OH$ ,  $-CF_3$  or  $-SO_2CH_3$ ;

or a pharmaceutically acceptable salt thereof.

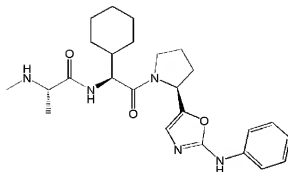
32. (New) The compound of Claim 31 selected from the group consisting of



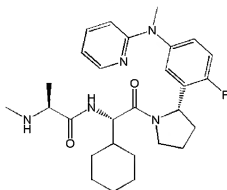
N-[(1S)-1-cyclohexyl-2-[(2S)-2-{6-[(2-fluorophenyl)methylamino]-2-pyridinyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



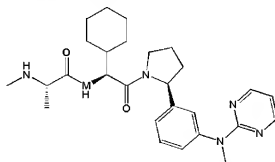
N-[(1S)-1-cyclohexyl-2-[(2S)-2-{2-[(4-fluorophenyl)methylamino]-4-pyridinyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



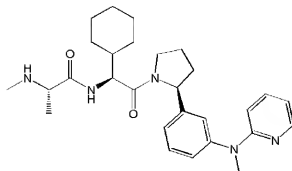
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[2-(phenylamino)-5-oxazolyl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



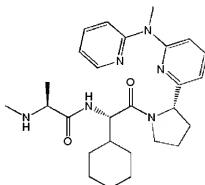
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[2-fluoro-5-(methyl-2-pyridinylamino)phenyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



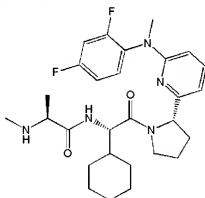
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[3-(methyl-2-pyrimidinylamino)phenyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



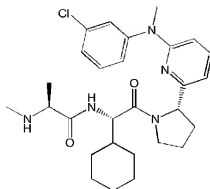
N-[(1S)-1-cyclohexyl-2-[(2S)-2-[3-(methyl-2-pyridinylamino)phenyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



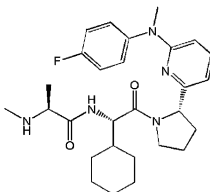
N-[(1S)-1-cyclohexyl-2-[(2S)-2-[6-(methyl-2-pyridinylamino)-2-pyridinyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



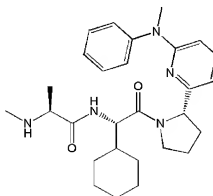
N-[(1S)-1-cyclohexyl-2-[(2S)-2-[6-[(2,4-difluorophenyl)methylamino]-2-pyridinyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



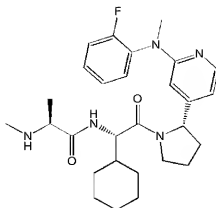
N-[(1S)-2-[(2S)-2-[6-[(3-chlorophenyl)methylamino]-2-pyridinyl]-1-pyrrolidinyl]-1-cyclohexyl-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



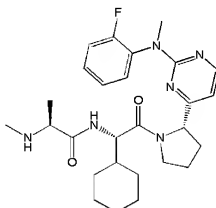
N-[(1S)-1-cyclohexyl-2-[(2S)-2-[6-[(4-fluorophenyl)methylamino]-2-pyridinyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



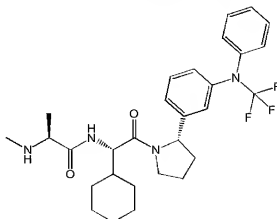
N-[(1S)-1-cyclohexyl-2-[(2S)-2-[6-(methylphenylamino)-2-pyridinyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



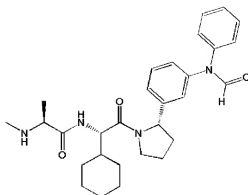
N-[(1S)-1-cyclohexyl-2-[(2S)-2-[2-[(2-fluorophenyl)methylamino]-4-pyridinyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



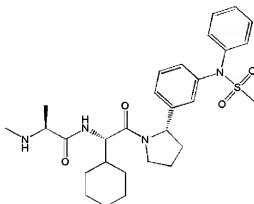
N-[(1S)-1-cyclohexyl-2-[(2S)-2-[2-[(2-fluorophenyl)methylamino]-4-pyrimidinyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



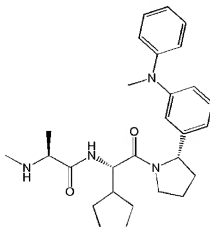
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[3-[phenyl(trifluoromethyl)amino]phenyl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



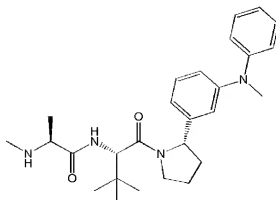
N-[(1S)-1-cyclohexyl-2-[(2S)-2-[3-(formylphenylamino)phenyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



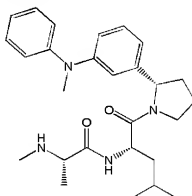
N-[(1S)-1-cyclohexyl-2-[(2S)-2-[3-[(methylsulfonyl)phenylamino]phenyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



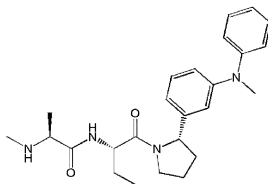
N-[(1S)-1-cyclopentyl-2-[(2S)-2-[3-(methylphenylamino)phenyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



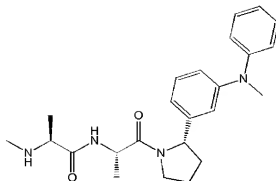
N-[(1S)-2,2-dimethyl-1-[[[(2S)-2-[3-(methylphenylamino)phenyl]-1-pyrrolidinyl]carbonyl]propyl]-2-(methylamino)-(2S)-propanamide;



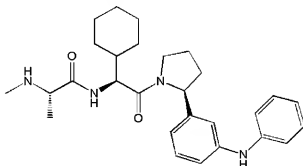
2-(methylamino)-N-[(1S)-3-methyl-1-[[[(2S)-2-[3-(methylphenylamino)phenyl]-1-pyrrolidinyl]carbonyl]butyl]-(2S)-propanamide,



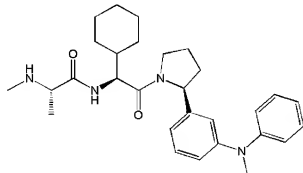
2-(methylamino)-N-[(1S)-1-[[[(2S)-2-[3-(methylphenylamino)phenyl]-1-pyrrolidinyl]carbonyl]propyl]-(2S)-propanamide;



2-(methylamino)-N-[(1S)-1-methyl-2-[(2S)-2-[3-(methylphenylamino)phenyl]-1-pyrrolidinyl]-2-oxoethyl]-(2S)-propanamide;

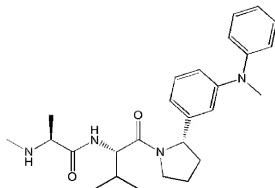


N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[3-(phenylamino)phenyl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



N-[(1S)-1-cyclohexyl-2-[(2S)-2-[3-(methylphenylamino)phenyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide; and





2-(methylamino)-N-[(1S)-2-methyl-1-[(2S)-2-[3-(methylphenylamino)phenyl]-1-pyrrolidinyl]carbonyl]propyl-(2S)-propanamide;  
or a pharmaceutically acceptable salt thereof.

33. (New) The compound of Claim 28 wherein

(c) X is N;

R<sub>6</sub>, R<sub>6</sub>', R<sub>7</sub>, and R<sub>7</sub>' are H;

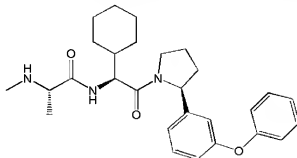
n is O;

R<sub>c</sub> is H;

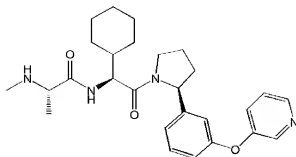
R<sub>d</sub> is Ar<sub>1</sub>-D-Ar<sub>2</sub>, where Ar<sub>1</sub> and Ar<sub>2</sub> are each independently a substituted or unsubstituted phenyl or het selected from the group consisting of pyrimidine, pyridine, oxazole, and 2-methyloxazole, and D is -O-;

or a pharmaceutically acceptable salt thereof.

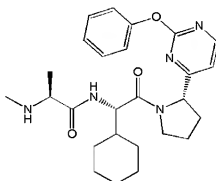
34. (New) The compound of Claim 33 selected from the group consisting of



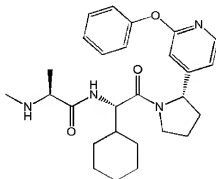
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-(3-phenoxyphenyl)-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



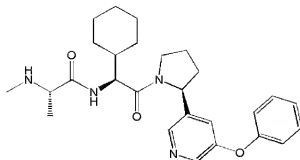
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[3-(3-pyridinyloxy)phenyl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



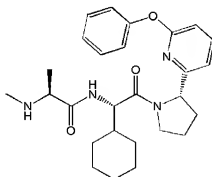
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-(2-phenoxy-4-pyrimidinyl)-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



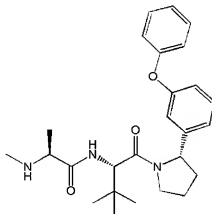
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-(2-phenoxy-4-pyridinyl)-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



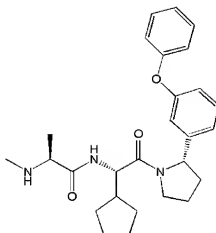
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-(5-phenoxy-3-pyridinyl)-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



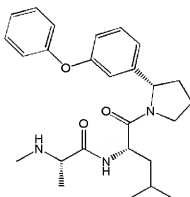
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-(6-phenoxy-2-pyridinyl)-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



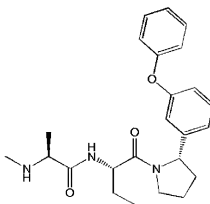
N-[(1S)-2,2-dimethyl-1-[(2S)-2-(3-phenoxyphenyl)-1-pyrrolidinyl]carbonyl]propyl]-2-(methylamino)-(2S)-propanamide;



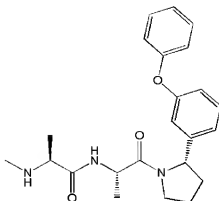
N-[(1S)-1-cyclopentyl-2-oxo-2-[(2S)-2-(3-phenoxyphenyl)-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



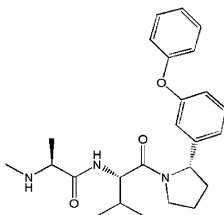
2-(methylamino)-N-[(1S)-3-methyl-1-[[[(2S)-2-(3-phenoxyphenyl)-1-pyrrolidinyl]carbonyl]butyl]-(2S)-propanamide;



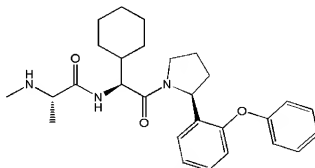
2-(methylamino)-N-[(1S)-1-[[[(2S)-2-(3-phenoxyphenyl)-1-pyrrolidinyl]carbonyl]propyl]-(2S)-propanamide;



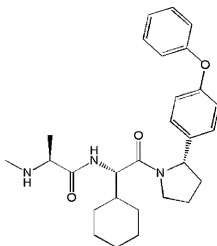
2-(methylamino)-N-[(1S)-1-methyl-2-oxo-2-[(2S)-2-(3-phenoxyphenyl)-1-pyrrolidinyl]ethyl]- (2S)-propanamide;



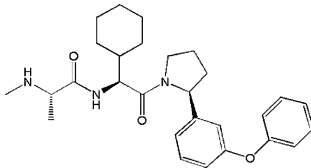
2-(methylamino)-N-[(1S)-2-methyl-1-[[[(2S)-2-(3-phenoxyphenyl)-1-pyrrolidinyl]carbonyl]propyl]- (2S)-propanamide;



N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-(2-phenoxyphenyl)-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-(4-phenoxyphenyl)-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide; and



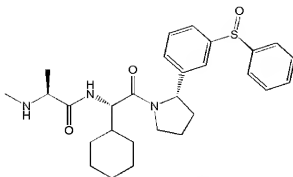
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-(3-phenoxyphenyl)-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;  
or a pharmaceutically acceptable salt thereof.

35. (New) The compound of Claim 28 wherein

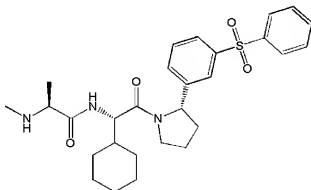
- (d) X is N;  
R<sub>6</sub>, R'<sub>6</sub>, R<sub>7</sub>, and R'<sub>7</sub> are H;  
n is O;  
R<sub>c</sub> is H;

R<sub>d</sub> is Ar<sub>1</sub>-D-Ar<sub>2</sub>, where Ar<sub>1</sub> and Ar<sub>2</sub> are each independently a substituted or unsubstituted phenyl or het, and D is S, S(O), or S(O)<sub>2</sub>;  
or a pharmaceutically acceptable salt thereof.

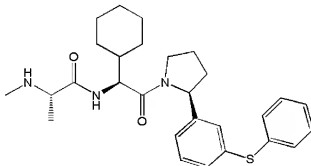
36. (New) The compound of Claim 35 selected from the group consisting of



N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[3-(phenylsulfonyl)phenyl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[3-(phenylsulfonyl)phenyl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide; and



N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[3-(phenylthio)phenyl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;

or a pharmaceutically acceptable salt thereof.

37. (New) The compound of Claim 28 wherein

(e) X is N;

R<sub>6</sub>, R<sub>6</sub>', R<sub>7</sub>', and R<sub>7</sub>' are H;

n is O;

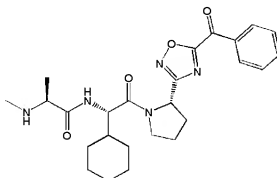
Rc is H;

Rd is Ar<sub>1</sub>-D- Ar<sub>2</sub>;

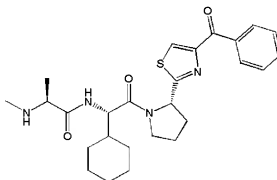
Ar<sub>1</sub> and Ar<sub>2</sub> are each independently a substituted or unsubstituted phenyl or het selected from the group consisting of oxazole, thiazole and oxadiazole, and D is C(O);

or a pharmaceutically acceptable salt thereof.

38. (New) The compound of Claim 37 selected from the group consisting of

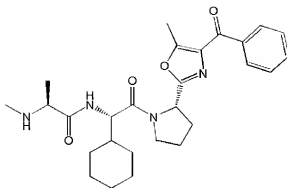


N-[(1S)-2-[(2S)-2-(5-benzoyl-1,2,4-oxadiazol-3-yl)-1-pyrrolidinyl]-1-cyclohexyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;

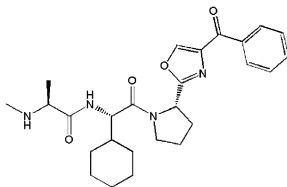


N-[(1S)-2-[(2S)-2-(4-benzoyl-2-thiazolyl)-1-pyrrolidinyl]-1-cyclohexyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;

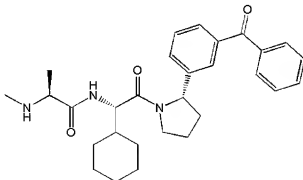




N-[(1S)-2-[(2S)-2-(4-benzoyl-5-methyl-2-oxazolyl)-1-pyrrolidiny]-1-cyclohexyl-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



N-[(1S)-2-[(2S)-2-(4-benzoyl-2-oxazolyl)-1-pyrrolidiny]-1-cyclohexyl-2-oxoethyl]-2-(methylamino)-(2S)-propanamide; and



N-[(1S)-2-[(2S)-2-(3-benzoylphenyl)-1-pyrrolidiny]-1-cyclohexyl-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;

or a pharmaceutically acceptable salt thereof.